

F03000003343

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

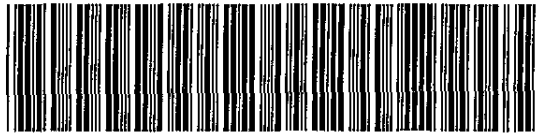
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DEPT. OF REVENUE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 30 AM 10:04

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Educational Services of America, Inc., dba edFinancial
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

John E. Arnold, Jr.
(Name of Person)

Educational Services of America, Inc. (Edamerica)
(Firm/Company)

123 Center Park Drive
(Address)

Knoxville, TN 37922
(City/State and Zip Code)

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DIVISION OF CORPORATIONS
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For further information concerning this matter, please call:

John E. Arnold, Jr. at (865) 342-5120
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Educational Services of America, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Tennessee 3. 62-1586836
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 7, 1994 5. "Perpetual"
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 10, 2003
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 123 Center Park Drive Knoxville, TN 37922
(Principal office address)

123 Center Park Drive Knoxville, TN 37922
(Current mailing address)

8. Student Loan Servicing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Missy Markis

Office Address: 10245 Centurion Pkwy. North, Suite 108

Jacksonville, Florida 32256
(City) (Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Missy A. Markis
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

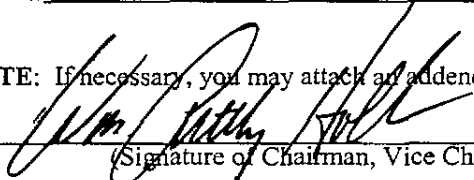
Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Wm. Anthony Hollin, President _____
(Typed or printed name and capacity of person signing application)

Educational Services of the America, Inc.

DIRECTORS

Wm. Anthony Hollin
Chairman
123 Center Park Drive
Knoxville, TN 37922

Mr. Billy Houston
Vice Chairman
123 Center Park Drive
Knoxville, TN 37922

Mr. Dwight Kessel
Secretary / Treasurer
4418 Beechwood Road
Knoxville, TN 37920

Mr. Ron Gambill
Director
501 Corporate Centre Drive, Ste. 320
Franklin, TN 37067

Mr. Jeff Gerkin
Director
115 Student Services Bldg
Knoxville, TN 37996-0210

Mr. Leo Cooper
Director
5401 Brown Gap Rd.
Knoxville, TN 37918

OFFICERS

Wm. Anthony Hollin
President / CEO
123 Center Park Drive
Knoxville, TN 37922

John Farinella
Executive Vice President
123 Center Park Drive
Knoxville, TN 37922

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Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 06/23/2003
REQUEST NUMBER: 03174575
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/07/1994
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0287282
JURISDICTION: TENNESSEE

TO:
TSIO
PO BOX 330007
NASHVILLE, TN 37203

REQUESTED BY:
TSIO
PO BOX 330007
NASHVILLE, TN 37203

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"EDUCATIONAL SERVICES OF AMERICA, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUN 30 AM 10: 04

FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/23/03

FROM:
TSIO
SUITE 400
1900 CHURCH STREET
NASHVILLE, TN 37203-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003319375
ACCOUNT NUMBER: 00333725



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE